



TOP SPRING INTERNATIONAL HOLDINGS LIMITED

萊蒙國際集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 03688)

PROXY FORM

Proxy form for use by shareholders at the annual general meeting to be held at Suite 01–08, 27th Floor, Shui On Centre, 6–8 Harbour Road, Wan Chai, Hong Kong on 23 May 2023 at 10:00 a.m.

I/We (note a) _____ of _____ being the registered holder(s) of (note b) _____ shares (the “Shares”) of HK\$0.1 each in the share capital of Top Spring International Holdings Limited (the “Company”) hereby appoint the chairman of the annual general meeting of the Company (the “Meeting”) or _____ of _____ to act as my/our proxy (note c) at the Meeting to be held at Suite 01–08, 27th Floor, Shui On Centre, 6–8 Harbour Road, Wan Chai, Hong Kong on 23 May 2023 at 10:00 a.m. (or any adjournment of such Meeting) and to vote on my/our behalf as directed below.

Please make a mark (✓) in the appropriate boxes to indicate how you wish your vote(s) to be cast on a poll.

ORDINARY RESOLUTIONS (Note k)		FOR (note d)	AGAINST (note d)
1.	To consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors (the “Director(s)”) and auditors (the “Auditors”) of the Company for the year ended 31 December 2022.		
2.	To declare a final dividend for the year ended 31 December 2022 of HK1 cent per Share to the shareholders and the holders of perpetual subordinated convertible securities (“PCs”) whose names appear on the register of members or the register of holders of PCs of the Company on Thursday, 1 June 2023.		
3.	(i) To re-elect Mr WONG Sze Yuen as an executive Director		
	(ii) To re-elect Mr CHENG Yuk Wo as an independent non-executive Director		
	(iii) To re-elect Professor WU Si Zong as an independent non-executive Director		
	(iv) To re-elect Mr CHAN Yee Herman as an independent non-executive Director		
	(v) To authorise the board (the “Board”) of Directors to fix the remuneration of the above Directors.		
4.	To re-appoint KPMG as the Auditors for the year ending 31 December 2023 and to authorise the Board to fix their remuneration.		
5.	To grant a general and unconditional mandate to the Directors to allot, issue and deal with additional Shares not exceeding 20% of the aggregate number of the Shares in issue as at the date of the passing of the relevant resolution.		
6.	To grant a general and unconditional mandate to the Directors to repurchase Shares not exceeding 10% of the aggregate number of Shares in issue as at the date of the passing of the relevant resolution.		
7.	Conditional upon resolutions 5 and 6 being passed, the general and unconditional mandate granted to the Directors to allot, issue and deal with additional Shares pursuant to resolution 5 be extended by the addition thereto of an amount representing the aggregate number of Shares repurchased by the Company under the authority granted pursuant to resolution 6.		

Dated this _____ day of _____ 2023.

Signature(s) _____ (notes e to j)

Notes:

- Full name(s) and address(es) are to be inserted in BLOCK CAPITAL LETTERS. The names of all joint registered holders should be stated.
- Please insert the number of Shares registered in your name(s) to which the proxy relates. If no number is inserted, this revised proxy form will be deemed to relate to all the Shares in the share capital of the Company registered in your name(s).
- A proxy needs not be a member of the Company. If you wish to appoint some person other than the chairman of the Meeting as your proxy, please delete the words “the chairman of the annual general meeting of the Company (the “Meeting”) or” and insert the name and address of the person appointed in the space provided. A member of the Company entitled to attend and vote at the Meeting is entitled to appoint in written form one or, if he/she is the holder of two or more Shares, more proxies to attend and vote instead of him/her.
- If you wish to vote for any of the resolutions set out above, please tick (✓) the boxes marked “For”. If you wish to vote against any of the resolutions, please tick (✓) the boxes marked “Against”. If the revised proxy form returned is duly signed but without specific direction on any of the proposed resolutions, the proxy will vote or abstain at his/her discretion in respect of all resolutions; or if in respect of a particular proposed resolution with no specific direction, the proxy will, in relation to that particular proposed resolution, vote or abstain at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than those referred to in the notice and supplemental notice convening the Meeting.
- In the case of joint holders of Shares, any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the Meeting personally or by proxy, then one of such persons so present whose name stands first on the register in respect of such Share shall alone be entitled to vote in respect thereof.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing, or if the appointor is a corporation, either under seal or under the hand of an officer, attorney or other person duly authorised.
- In order to be valid, this revised proxy form must be in writing under the hand of the appointor or of his/her attorney duly authorised in writing, or if the appointor is a corporation, either under seal, or under the hand of an officer, attorney or other person duly authorised, and must be deposited with the Company’s share registrar and transfer office in Hong Kong (the “Hong Kong Share Registrar”), Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (together with the power of attorney or other authority, if any, under which it is signed or a certified copy thereof), not less than 48 hours before the time fixed for holding of the Meeting or any adjournment of such Meeting (the “Closing Time”).
- The register of members of the Company and the register of holders of the PCs will be closed from Thursday, 18 May 2023 to Tuesday, 23 May 2023 (both days inclusive), during which period no transfer of the Shares and PCs will be effected. In order to qualify for attending and voting at the Meeting or any adjournment of such Meeting, (i) in the case of the Shares, all transfers of Shares accompanied by the relevant share certificates must be lodged with the Hong Kong Share Registrar at the above address by no later than 4:30 p.m. on Wednesday, 17 May 2023; and (ii) in the case of the PCs, the notice of conversion in prescribed form, together with the relevant certificate of the PCs and confirmation that any amounts required to be paid by the holder of the PCs have been so paid, must be duly completed, executed and deposited with the Company at Rooms 04–08, 26th Floor, Shui On Centre, 6–8 Harbour Road, Wanchai, Hong Kong not later than 4:30 p.m. on Wednesday, 10 May 2023. The register of members and the register of holders of the PCs of the Company will be closed from Tuesday, 30 May 2023 to Thursday, 1 June 2023 (both days inclusive) for the purpose of determining the holders of Shares and PCs who qualify for the proposed final dividend. In order to qualify for the proposed final dividend, (a) in the case of the Shares, all transfers of Shares accompanied by the relevant share certificates must be lodged with the Hong Kong Share Registrar at the above address by no later than 4:30 p.m. on Monday, 29 May 2023; and (b) in the case of the PCs, all transfers of PCs accompanied by the relevant certificates of the PCs must be lodged with the Company at Rooms 04–08, 26th Floor, Shui On Centre, 6–8 Harbour Road, Wanchai, Hong Kong not later than 4:30 p.m. on Monday, 22 May 2023.
- Completion and return of a proxy form will not preclude a member from attending and voting in person at the Meeting or any adjournment of such Meeting.
- Any alteration made to this proxy form should be initiated by the person(s) who sign(s) this proxy form.
- The description of the resolutions is by way of summary only. The full text appears in the notice of the Meeting dated 25 April 2023.

PERSONAL INFORMATION COLLECTION STATEMENT

“Personal Data” in this statement has the same meaning as “personal data” defined in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong (“PDPO”), which include your and your proxy’s name and address. Your supply of the Personal Data is on a voluntary basis and for the purpose of processing your instructions as stated in this form of proxy (the “Purposes”). If you fail to supply sufficient information, the Company may not be able to process your instructions. The Company may disclose or transfer the Personal Data to its subsidiaries, the Share Registrar and/or third party service provider who provides administrative, computer and other services to the Company for use in connection with the Purposes and to such parties who are authorised by law to request the information or are otherwise relevant for the Purposes and need to receive the information. The Personal Data will be retained for such period as may be necessary to fulfil the Purposes (including for verification and record purposes). Request for access to and/or correction of the Personal Data can be made in accordance with the provisions of the PDPO and any such request should be in writing and sent to the Privacy Compliance Officer of Tricor Investor Services Limited at the above address.